

MASON DIXON ENERGY
101 CAMBRIDGE PLACE
BRIDGEPORT WV 26330

DECLARATION AND NOTICE OF POOLED UNIT
FORK RIDGE NORTH UNIT

This Declaration and Notice of Pooled Unit dated May 13, 2011, is executed to be effective as of May 12, 2011, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who collectively own an interest in the oil and gas estate in the lands described in the Leases, and who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. **Declaration of Unit:** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. **Unit Name:** The pooled unit created hereby shall be known as the **"Fork Ridge North Unit"** ("the Unit").
3. **Description of Unit:** The Unit shall consist of **540.829318 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled

within the Unit. To the extent of any inconsistency between the information contained on Exhibit "A" and that depicted on Exhibit "B", Exhibit "A" shall supersede and control.

4. Effect of Pooled Unit. The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.

5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall County, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts. This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes from the effective date listed hereinabove.

Chesapeake Appalachia, L.L.C.
An Oklahoma limited Liability Company

By: [Signature]
Henry J. Hood, Senior Vice President --
Land and Legal & General Counsel

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
COUNTY OF Oklahoma) SS:

On this, the 16 day of May, 20 11, before me Sally Glenn, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: Sally Glenn
Name/Notary Public (print): _____



This document prepared by:
Chesapeake Appalachia, L.L.C.
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

Signature Page to that certain Declaration and Notice of Pooled Unit between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties, Inc. covering the Fork Ridge North Unit.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes from the effective date listed hereinabove.

Statoil USA Onshore Properties Inc.

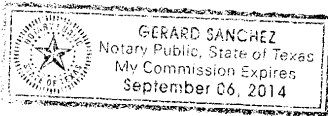
By: Arthur R. Boehm Jr.
Arthur R. Boehm Jr. – Authorized Person

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS _____)
COUNTY OF HARRIS _____) SS:

On this, the 13th day of May, 2011, before me Gerard Sanchez, the undersigned officer, personally appeared Arthur R. Boehm, Jr., who acknowledged himself to be an Authorized Person of Statoil USA Onshore Properties Inc., a corporation, and that he as such Authorized Person, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Authorized Person.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: September 6, 2014

Signature/Notary Public: Gerard Sanchez

Name/Notary Public (print): Gerard Sanchez

Jan Pest
MARSHALL County 02:54:31 PM
Instrument No 1304843
Date Recorded 05/17/2011
Document Type O&G
Pages Recorded 7
Book-Page 733-248
Recording Fee \$7.00
Additional \$6.00

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Chesapeake Appalachia, L.L.C.
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

Signature Page to that certain Declaration and Notice of Pooled Unit between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties, Inc. covering the Fork Ridge North Unit.

EXHIBIT "A"

Attached to and made a part of that Declaration and Notice of Pooled Unit dated May 13, 2011, by and between
Chesapeake Exploration, L.L.C.
Fork Ridge North Unit
Marshall County, West Virginia

CHESAPEAKE LEASE ID	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	District	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
1-284746-004	James E. Wendt & Deborah A. Wendt	Chesapeake Appalachia, L.L.C.	07/02/2009	Book 688, Page 590	Cameron	3-2-8 3-2-12 3-2-12	52.400000	12.110032
1-284746-002	John M. Padden	Chesapeake Appalachia, L.L.C.	07/10/2009	Book 685, Page 558	Cameron	3-2-8 3-2-12,1 3-2-12	155.070000	15.069942
1-284746-003	Amy M. Toups	Chesapeake Appalachia, L.L.C.	07/10/2009	Book 685, Page 559	Cameron	3-2-12,1 3-2-12	155.070000	15.069942
1-274412-000	Glenn D. Roush & Patricia L. Roush	Chesapeake Appalachia, L.L.C.	05/01/2009	Book 683, Page 443	Cameron	3-2-7,9	19.725000	19.725000
1-324644-000	Daniel E. French & Mary C. French & Daniel James French & Denise A. French	Great Lakes Energy Partners, L.L.C.	06/24/2006	Book 654, Page 530	Cameron	3-2-7,8	11.288000	11.288000
1-280174-000	Everett A. Wood & Brenda S. Wood	Chesapeake Appalachia, L.L.C.	05/06/2009	Book 684, Page 190	Cameron	3-2-7,7 3-2-7,3 3-2-7,5 3-2-7,6 3-2-7,11	32.075000	32.075000
1-274402-000	Gary A. Doyle & Beth A. Doyle	Chesapeake Appalachia, L.L.C.	05/07/2009	Book 683, Page 474	Cameron	3-2-7,4	18.799000	18.799000
1-280289-000	Thomas Morris & Rise Morris	Chesapeake Appalachia, L.L.C.	05/27/2009	Book 684, Page 343	Cameron	3-2-7,4	2.080000	2.080000
1-274381-000	Kinsey G. Yoho & Donna M. Yoho	Chesapeake Appalachia, L.L.C.	04/30/2009	Book 682, Page 104	Cameron	3-2-7,2	1.000000	1.000000
1-280345-000	Mary L. Chaplin	Chesapeake Appalachia, L.L.C.	06/24/2009	Book 685, Page 405	Cameron	3-2-7,12	0.930000	0.930000
1-274380-000	Kinsey G. Yoho & Donna M. Yoho	Chesapeake Appalachia, L.L.C.	04/30/2009	Book 682, Page 106	Cameron	3-2-7,10	0.160000	0.160000
1-274411-000	Glenn D. Roush	Chesapeake Appalachia, L.L.C.	05/01/2009	Book 683, Page 472	Cameron	3-2-7 3-2-6,1 3-2-13,1	17.798000	17.798000
1-324643-000	Daniel E. French & Mary C. French	Great Lakes Energy Partners, L.L.C.	06/24/2006	Book 654, Page 533	Cameron	3-2-13 3-2-13	94.030000	82.375238
1-324631-000	Nancy J. Blake	Great Lakes Energy Partners, L.L.C.	05/19/2006	Book 654, Page 368	Cameron	3-2-5 3-2-3,5 3-2-3,6 3-2-3,7	56.840000	46.394749
1-342551-000	Charles F. Hinerman & Mary Susan Hinerman	Chesapeake Appalachia, L.L.C.	02/09/2011	Pending	Cameron	3-2-3,3	10.040000	10.040000
1-312661-000	Michael Shane Keller & Andrea Keller	Chesapeake Appalachia, L.L.C.	01/05/2011	Pending	Cameron	3-2-3,3 3-2-3,4 3-2-3,9 3-2-3,10 3-2-3,11	12.480000	12.480000
1-324145-000	Franklin D. Hinerman & Susan Jean Hinerman	Great Lakes Energy Partners, L.L.C.	02/28/2007	Book 659, Page 313	Cameron	3-2-3,1 3-2-3,2 3-2-3,2 3-2-3,8	47.850000	47.850000
1-324146-000	James Clifford Hinerman & Shirley Kay Hinerman	Great Lakes Energy Partners, L.L.C.	03/09/2007	Book 659, Page 316	Cameron	3-2-3,8	33.740000	33.740000
1-312534-000	Aderna Pluff	Chesapeake Appalachia, L.L.C.	10/29/2010	Book 722, Page 101	Cameron	3-2-3	2.130000	2.130000
1-312448-001	David L. Poling & Kimberly Poling	Chesapeake Appalachia, L.L.C.	10/12/2010	Book 721, Page 339	Cameron	3-2-2	1.120000	0.560000
1-286530-000	Stephen J. Berardi, Jr. & Sharon Berardi	Chesapeake Appalachia, L.L.C.	08/20/2009	Book 692, Page 102	Cameron	3-2-14	58.290000	41.073181
1-284746-006	Marlene C. Myers	Chesapeake Appalachia, L.L.C.	10/18/2010	Book 721, Page 254	Cameron	3-2-12,1 3-2-8 3-2-12 3-2-12,1 3-2-1,1	4.000000	2.000000
1-284746-001	Elizabeth A. Padden	Chesapeake Appalachia, L.L.C.	07/10/2009	Book 685, Page 557	Cameron	3-2-12	155.070000	15.069942
1-286494-000	James E. Wendt & Deborah A. Wendt	Chesapeake Appalachia, L.L.C.	07/02/2009	Book 688, Page 623	Cameron	3-2-1,1	163.973000	60.982292

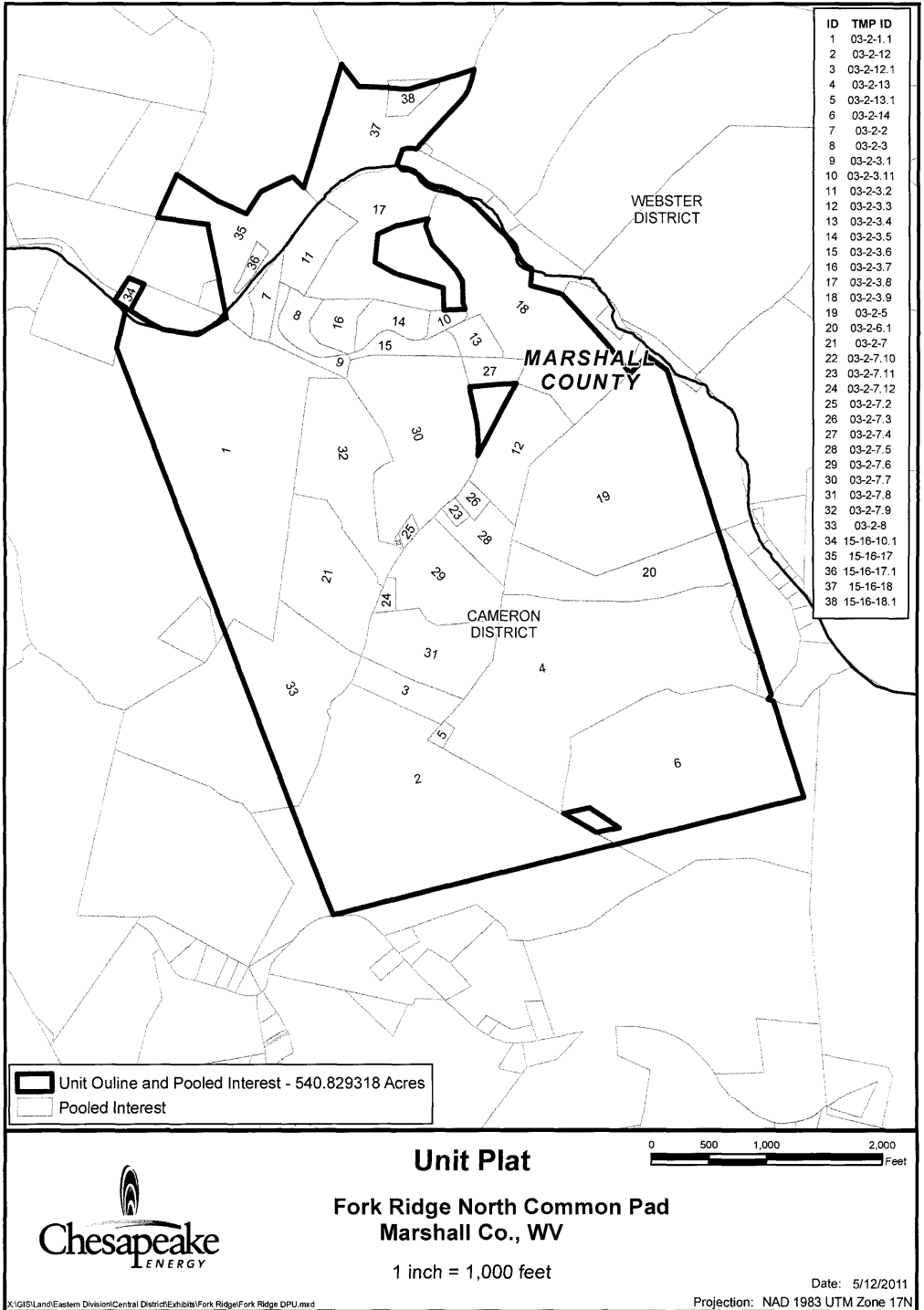
EXHIBIT "A"

Attached to and made a part of that Declaration and Notice of Pooled Unit dated May 13, 2011, by and between
Chesapeake Exploration, L.L.C.
Fork Ridge North Unit
Marshall County, West Virginia

CHESAPEAKE LEASE ID	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	District	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
1-286796-000	Kevin A. Coulter & Catherine Renee Coulter	Chesapeake Appalachia, L.L.C.	10/26/2009	Book 692, Page 161	Webster	15-16-18.1	1.860000	1.860000
1-286795-000	Billy Dale & Judy A. Wise	Chesapeake Appalachia, L.L.C.	10/02/2009	Book 692, Page 160	Webster	15-16-18	17.090000	17.090000
1-312445-000	David L. and Kimberly T. Poling	Chesapeake Appalachia, L.L.C.	10/12/2010	Book 721, Page 331	Webster	15-16-17.1	0.905000	0.905000
Pending	Wallace & Twila Poling	Tri Energy	02/18/2010	Book 720, Page 305	Webster	15-16-17	19.495000	19.495000
1-312376-000	James H. Hoge & Antonette J. Hoge	Chesapeake Appalachia, L.L.C.	09/03/2010	Book 697, Page 488	Cameron	15-16-10.1	0.679000	0.679000
TOTAL UNIT ACRES:								540.829318

EXHIBIT "B"

Attached to and made a part of the Declaration and Notice of Pooled Unit dated May 13, 2011, but effective May 12, 2011, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.



STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 13th day of May 2011, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 17th day of May 2011 at 2:54 o'clock P.M.

TESTE: Jan Pest Clerk.